

DECLARATION FOR PATENT APPLICATION

Atty Docket 23105

As the below-named inventors, we hereby declare that:

Our residences, post office addresses and citizenships are as stated below next to our names.

We believe we are the original inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled:

the specification of which: (check one)

is attached hereto.

was filed on _____, as Serial No. _____,

and was amended on 19 (if applicable).

We hereby state that we have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

We acknowledge the duty to disclose information which is material to the patentability of this application as defined by 37 CFR § 1.56.

We hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate listed below, and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

Prior Foreign Applications:

(Application No.)	(Country)	(Day/Month/Year Filed)	Priority Claimed <input type="checkbox"/> <input checked="" type="checkbox"/>	Yes	No
(Application No.)	(Country)	(Day/Month/Year Filed)	<input type="checkbox"/> <input checked="" type="checkbox"/>	Yes	No
(Application No.)	(Country)	(Day/Month/Year Filed)	<input type="checkbox"/> <input checked="" type="checkbox"/>	Yes	No

We hereby appoint Gary M. Nath, Reg. No. 26,965; Irvin A. Lavine, Reg. No. 16,838; Karen Lee Orzechowski, Reg. No. 31,621; and Suet M. Chong, Reg. No. 38,104; as our attorneys to prosecute this application and transact all business in the U.S. Patent and Trademark Office connected therewith.

Direct Telephone Calls to:

Gary M. Nath
(202) 775-8383

Send Correspondence to:
NATH & ASSOCIATES
Suite 750
1835 K Street, N.W.
Washington, D.C. 20006 U.S.A.

We hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by 35 U.S.C. § 112, first paragraph, I/we acknowledge the duty to disclose material information as defined in 37 CFR § 1.56 which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

(U.S. Application Serial No.) (U.S. Filing Date) (Status--patented, pending, abandoned)

(U.S. Application Serial No.) (U.S. Filing Date) (Status--patented, pending, abandoned)

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements are made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor: Joseph P. Steiner

Inventor's Signature Joseph P. Steiner

Date 9/18/97

Residence: 998 Sugar Maple Street, Hampstead, MD 21074

Citizenship: USA

Post Office Address: Same as above

Full name of second inventor: Gregory S. Hamilton

Inventor's Signature Gregory S. Hamilton

Date 9/14/97

Residence: 6501 Frederick Road, Catonsville, MD 21228

Citizenship: USA

Post Office Address: Same as above

ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION given to Joseph P. Steiner and Gregory S. Hamilton hereinafter referred to as the ASSIGNOR(S), who has/have invented a certain improvement relating to:

NOVEL PYRROLIDINE CARBOXYLATE HAIR REVITALIZING AGENTS

for which we have executed an application for Letters Patent to be filed in the United States Patent and Trademark Office.

AND WHEREAS, GUILFORD PHARMACEUTICALS INC., a corporation organized and existing under the laws of the Delaware, whose post office address/business address is:

6611 Tributary Street
Baltimore, Maryland 21224

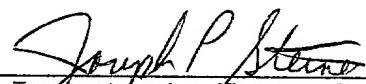
hereinafter referred to as the ASSIGNEE, is desirous of acquiring the entire right, title and interest for the United States in and to said invention and application, including any and all division and continuations thereof, and any and all Letters Patent that may be granted thereon, including any and all renewals, reissues and prolongations thereof.

NOW, WITNESSETH THIS that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, said ASSIGNOR(S) hereby assign, sell and transfer to said ASSIGNEE, its assigns and legal representatives, the entire exclusive right, title and interest in and to said invention and application, for the United States and elsewhere throughout the world including any and all divisions and continuations thereof, including all rights of priority under the terms of the International Convention for the Protection of Industrial Property, and any and all Letters Patent which may be granted therefor, said ASSIGNEE and its assigns and legal representatives to have, hold, exercise and enjoy the said invention and application, including any and all divisions and continuations thereof, and any and all Letters Patent which may be granted therefor, including any and all renewals, reissues and prolongations thereof, with all the rights, powers, privileges, and advantages in any way arising from or pertaining thereto, for and during the term or terms of any and all such Letters Patent when granted, including any and all renewals, reissues, and prolongations thereof, for the use and benefit of said ASSIGNEE and its assigns and legal representatives in as ample and beneficial a manner to all intents and purposes as the said ASSIGNOR(S) might or could have held and enjoyed the same, if this assignment has not been made.

AND said ASSIGNOR(S) hereby agree(s) to execute all papers necessary to file applications in the United States and elsewhere throughout the world for said invention and to assign the same to said ASSIGNEE, or any assignee acquiring title to said invention, and to execute any other papers that may be needed in connection with filing said application and securing Letters Patent thereon.

AND said ASSIGNOR(S) authorize and request the Commissioner of Patents to issue a Letters Patent on said application, and on any and all divisions and continuations thereof, to said ASSIGNEE, its assigns and legal representatives, in accordance herewith.

By:

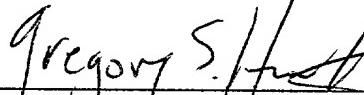


Inventor's Name: Joseph P. Steiner
(sole or first inventor)

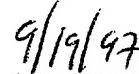


Date

By:



INVENTOR'S NAME: Gregory S. Hamilton
(SECOND JOINT INVENTOR)



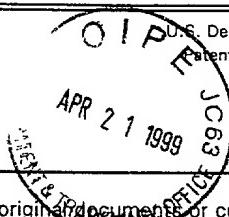
Date

04-27-1999



101021257

U.S. Department of Commerce
Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of Conveying Party:

GUILFORD PHARMACEUTICALS INC.

2. Name and Address of Receiving Party(ies):

Name: GPI NIL HOLDINGS, INC.

Street Address: 222 Delaware Avenue

Additional names of conveying parties attached.

3. Nature of Conveyance

 Assignment Merger Security Agreement Change of Name Other:

Execution Date: April 5, 1999

City, State, Zip: Wilmington, DE 19899

Additional name(s) and address(es) attached.

4. (A) Patent Application Number(s):

08/869,426

4. (B) Patent Number(s):

If this document is being filed together with a new application, the execution date of the application is:

Additional Numbers Attached.

5. Name and Address of Party to whom Correspondence Concerning this Document Should be Mailed:

Name: Gary M. Nath
Address: NATH & ASSOCIATES
1030 15th Street, N.W. - 6th Floor
Washington, D.C. 20005

6. Total Number of Applications and Patents Involved:

1

7. Total Fee:

(37 CFR 3.41)

\$ 40.00

X Enclosed.

 Authorized to be charged to deposit account.

8. Deposit Account Number:

14-0112

ATTACH DUPLICATE COPY OF THIS PAGE IF PAYING BY DEPOSIT ACCOUNT

DO NOT USE THIS SPACE

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing

Gary M. Nath, Reg. No. 26,965

April 21, 1999
Date

Attorney Docket No.: 23105

Total number of pages comprising cover sheet: 1

ASSIGNMENT

ALSO, said ASSIGNOR(S) hereby agree(s) to execute all papers necessary to file said applications in the United States and elsewhere throughout the world, and to assign the same to said ASSIGNEE, or any assignee acquiring title to said invention, and to execute any other papers that may be needed in connection with filing said application and securing any and all Letters Patent thereon.

AND said ASSIGNOR(S) authorize(s) and request(s) the Commissioner of Patents to issue a Letters Patent on said application, and on any and all divisions and continuations thereof; to said ASSIGNEE, its assigns and legal representatives, in accordance herewith.

By: GUILFORD PHARMACEUTICALS INC.

Nancy J. Linck

Signature

Nancy J. Linck

Name

VP Intellectual Property

Title

4/5/99

Date

BOX ASSIGNMENT
Attorney Docket No. 23105

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Application of

Joseph P. STEINER et al.

Serial No. 08/869,426

Filed: June 4, 1997

For: NOVEL PYRROLIDINE CARBOXYLATE HAIR REVITALIZING AGENTS



TRANSMITTAL LETTER

Assistant Commissioner for Patents
Washington, D.C. 20231

Sir:

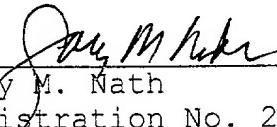
Submitted herewith for filing in the U.S. Patent and Trademark Office is the following:

- (1) Transmittal Letter
- (2) Assignment and Recordation Cover Sheet
- (3) Check No. 11191 \$ 40.00 for Recordation of Assignment.

Respectfully submitted,

NATH & ASSOCIATES

By:


Gary M. Nath
Registration No. 26,965

Date: April 21, 1999
NATH & ASSOCIATES
1030 15th Street N.W., 6th Floor
Washington, D.C. 20005
(202) 775-8383
GMN/TLJ/dd:ASSIG.TRANS